MARVEL COMICS

2099

MAY '96 3

APPROVED BY THE COMICS CODE AUTHORITY

X-NATION

HOWLING MAD!

UPROAR!

WULFF!

DECEMBER!

DIRECT EDITION

00311

$1.95 US $2.75 CAN

UNTIL THIS MOMENT, THE INMATES OF THE XAVIER SCHOOL FOR INDIGENT CHILDREN THOUGHT THEY UNDERSTOOD THEIR CARETAKERS...

...THE SISTERS OF THE HOWLING COMMANDMENTS, AN ARMED RELIGIOUS ORDER ON A MISSION TO HEAL THE WORLD'S WOUNDS.

THE YOUNG MUTANTS HAVE FELT THE CRUSH OF THE SISTERS' RIGID RULES...

...AND WATCHED IN ADMIRATION AS THE NUNS RISKED THEIR LIVES IN COMBAT TO PROTECT THEM.

YOU'VE

GOT

TO

BE

SHOCKING

KIDDING!

BUT SOMEHOW THE KIDS MISSED ONE ESSENTIAL SCRAP OF INFORMATION...

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FSSSSS

I THINK NOT.

BY THE AUTHORITY OF HALO CITY'S MINISTRY OF *BUREAUCRACY AND DELEGATION*--

I-- SENIOR SUB-EXECUTOR *LUCIUS DRAYN*-- HAVE EXPRESS ORDERS TO EXHAUST ANY AND ALL RESOURCES NECESSARY--

--FOR THE IMMINENT EMPOWERMENT AND TRANSPORTATION OF THE *SISTERHOOD OF THE HOWLING COMMANDMENTS*--

--TO ANY AND ALL LOCATIONS WITHIN THE BOUNDARIES OF SAID MINISTRY'S ABOVE-NAMED JURISDICTION AND PURVEYANCE.

WHAT?!?

IN *LAYMAN'S* TERMS--

--YOU'RE NOT GOING *ANYWHERE*, GIRLS.

THAT LITTLE INCIDENT WITH *MILLION PALMS* HAS NOT GONE UNNOTICED.*

YOU'RE MAKING WAVES UPTOWN.

THEY *DON'T LIKE* WAVES UPTOWN.

*THE ALLEGED 'FAMILY FUN' CENTER FROM LAST ISSUE. --MARK

Oh, Yeah?!?

WELL, YOU *SHOCKING* ***BUREAUCRATS*** CAN TAKE YOUR *SHOCKING* ***EDICTS*** AND YOUR *SHOCKING* ***PAPERWORK*** AND--

YOUR RELIGIOUS ORDER, AND THE PHILANTHROPIC SERVICE IT PROVIDES THESE--

--'INDIGENT CHILDREN'--

--IS ***TOLERATED*** HERE.

IT IS *FAR* FROM ***WANTED.***

BUT, *THEY* CAME LOOKING FOR *US!*

Tsk-tsk tsk.

SUCH ***LANGUAGE*** COMING FROM A WOMAN OF THE CLOTH--?

THEN PERHAPS YOU OUGHT TO FIND *SOMEPLACE ELSE* TO ***HIDE***--

--*OTHER* THAN HALO CITY...

LATER...

OH, WILLOW--

--WHERE ARE YOU?

YOU JUST CAN'T UP AND LEAVE ME WITH THIS KIND OF DEBT--

--I OWE YOU TOO SHOCKIN' MUCH!!!

DON'T KNOW WHAT YOU'RE TALKIN' ABOUT, D--

--BUT YOU DEFINITELY OWE US A NEW SODA MACHINE!

ZIP IT, UPROAR.

BUT WE'RE ALL IN THIS TOGETHER--

--AND AS LONG AS THE SISTERS ARE KEEPING TABS ON US--

--WE'VE GOT WORK TOGETHER TO HELP EACH OTHER OUT.

RIGHT, TWILIGHT?

DECEMBER'S OBVIOUSLY REALLY UPSET ABOUT WILLOW'S DIS-APPEARANCE.

OH NO... YOU'RE NOT DRAGGING ME INTO THIS.

HEY! REMEMBER WHO HAULED YOUR SORRY LITTLE BUTT TO SAFETY DURING AVIAN'S ATTACK--?

--WILLOW DID!

AND NOW YOU'RE JUST GOING TO SIT HERE AND SELFISHLY TURN YOUR BACK ON HER?!?

ALL RIGHT ALL RIGHT ALL RIGHT ALREADY--

--I'LL HELP!

TALK ABOUT A SMOCKIN' GUILT TRIP!

THANKS TO TWILIGHT'S UNCANNY MUTANT ABILITY...

...REALITY BECOMES MALLEABLE WITHIN THE CONFINES OF HER LIMITED 'SPHERE OF INFLUENCE'.

MATTER BENDS TO HER WHIMS...

...IT TWISTS...

THAT'S MY ARMPIT YOU'RE SCRATCHING!

I THINK NOSTROMO'S GONNA SNEEZE...!

...IT CONTORTS...

DECEMBER-- YOUR HANDS ARE FREEZING!

DO YOU EVER BRUSH YOUR TEETH, UPROAR?!?

THAT TEARS IT-- I HAVE HAD ENOUGH!

...AND WHEN SHE WILLS IT TO...

...IT SHRINKS.

FOR YOUR INFORMATION, LITTLE MAN--

--I AM NEVER DOING THAT AGAIN!

YEAH YEAH YEAH.

SO... WHAT'S THE DEAL, DECEMBER?

IT ALL BEGAN AT THE MILLION PALMS FUN CENTER IN HAVANA, FLORIDA...

"I LED TOURS TO FAMILIARIZE THE GUESTS WITH THE PARK'S FACILITIES.

"IT WAS A PRETTY **CUSHY GIG** AT THE TIME. GOOD **PAY.** GREAT **AMENITIES.**

AND ON YOUR *LEFT*-- IF YOU'RE ***LUCKY***-- YOU'LL SEE ***BINKY BUNNY*** POP UP OUT OF HIS HIDEY-HOLE...

OOH! OOH! I WANNA SEE BINKY!

"YOU ACTUALLY SAW PEOPLE **ENJOYING** THEMSELVES FOR ONCE IN THIS LIFETIME.

"IT WAS SO MUCH LIKE A STORYBOOK THERE, THAT MILLION PALMS' EVEN HAD ITS OWN **KING** AND **QUEEN.**

"AVIAN, THE **FALCONER,** AND HIS BEAUTIFUL WIFE, PEREGRINE.

"TALK ABOUT A **'POWER COUPLE'!**

"STILL, EVEN ROYALTY GETS THROWN A CURVE EVERY NOW AND AGAIN...

"PEREGRINE MYSTERIOUSLY **'DISAPPEARED'** ONE DAY.

"THEY SEARCHED AND SEARCHED AND CAME UP EMPTY HAND-ED UNTIL THEY DREDGED THE **TUNNEL OF LOVE...**

"THAT'S THE DAY AVIAN'S HEART BROKE.

"IT WAS ALSO THE BEGINNING OF HEROD'S GENETOPHOBIC **'MUTANT INQUISITIONS'...**

YOU'VE GOT A DATE WITH THE INQUISITOR, ***GENESCUM!***

FROM THIS DAY FORTH, ANYONE WHO COMES OR GOES IN THIS PARK WILL BE *TESTED* FOR LATENT ***GENETIC ANOMALIES*** --

"IT WAS ONLY A MATTER OF TIME BEFORE THEY KICKED IN THE DOOR AND CAME LOOKING FOR ME.

NOOO!!!

"FOR THE NEXT **TWO WEEKS,** I WAS PERUSED, POKED, PRODDED AND PROBED .

"TO THIS DAY, I DON'T THINK THEY ASKED ME A SINGLE **QUESTION...**

"THEY MUST HAVE REALLY DONE A NUMBER ON HER, 'CUZ A COUPLE OF DAYS AFTER HER ARRIVAL, SHE GOT REAL **SICK.**

"I DID ALL I COULD, BUT I KNEW SHE WAS GOING TO DIE.

"MEANWHILE, ON THE **SURFACE**, IT WAS BUSINESS AS USUAL.

"EVERY DAY WAS STILL A '**CARING DAY**'...

"THEN-- FOR SOME REASON I DIDN'T KNOW AT THE TIME-- AVIAN HAD HER TAKEN AWAY AGAIN.

"...BUT **UNDERGROUND** THERE WAS A GROWING CORNER OF HELL...

"HAVING COMPLETED OUR 'TESTS', WE WERE FITTED WITH **POWER INHIBITORS** AND LEFT TO ROT IN THE PARK'S SUBTERRANEAN LABYRINTH.

"SHE WAS THE ONLY **FRIEND** I HAD--

"--AND I WASN'T GOING TO LET ANYONE--

"--NOT AVIAN, NOT HEROD, NOT EVEN **DOOM** HIMSELF--

"--ADD FURTHER INSULT TO MY FRIEND'S ALREADY FATAL INJURIES.

"AND THAT'S WHERE I MET **WILLOW.**

"I TRIED TO ESCAPE FROM AN INESCAPABLE PRISON--

"--AND GOT **BUSTED** AFTER, OH, MAYBE **TEN MINUTES**...

"SHOCK. I'M SURPRISED THEY EVEN TOOK THAT LONG TO DRAG ME PARKSIDE--"

"--FOR MY VERY OWN *PUBLIC EXECUTION!*

"*IT WAS THE ULTIMATE* ***HUMILIATION.*** *I WAS TO BE PUT TO DEATH IN FRONT OF EVERYONE...*

"*FROM THE LOWEST OF MILLION PALMS' LOW TO ITS KING AND QUEEN THEMSELVES.*

"*THAT'S WHEN IT HIT ME...*

"*I WAS CONVINCED I'D GONE INSANE, AND THAT IMAGES FROM MY LIFE WERE FLASHING BEFORE MY EYES--*

"*--BUT WHEN SHE TURNED TO LOOK MY WAY, AND I SAW THE* ***MARKINGS*** *ON HER FACE, I KNEW I WASN'T CRAZY--*

"*--AND THAT THE 'QUEEN' WAS* ***WILLOW!***

"*ALL OF A SUDDEN, SHE USES HER MUTANT ABILITY TO* ***MORPH*** *INTO AVIAN--*

"*--SURPRISES THE SHOCK OUT OF HIM--*

"*--AND WITHIN MOMENTS, WE'RE HAULIN' OUR BUTTS TO* ***FREEDOM!***"

"THE END."

THAT'S IT?

THAT'S THE BIG SPIEL WHY AVIAN'S GOTTA GET WILLOW BACK?!?

'CUZ HE'S LONELY?!? I SAY WE LET HIM HAVE HER.

NICE ATTITUDE, WULFF.

HOW WOULD YOU LIKE BEING SOMEONE'S LIFE-LONG SLAVE?

BEEN THERE... DONE THAT... HATED IT...

MY POINT EXACTLY.

OH. GOOD POINT.

NOW, I'M GOING TO MILLION PALMS TO BRING OUR FRIEND BACK HOME...

WHO'S WITH ME?

OHHH, YEEEAAAH! --I'M IN!!!

I HOPE YOU'RE NOT COUNTING ON ME FOR A RIDE--

HEY!!!

--'CUZ I'M NOT GOING ANYWHERE!

HERE WE GO AGAIN!

THE OCEAN...

FOR THE FIRST TIME IN MORE THAN TWO MILLENNIA, THE STARS ARE IN *ALIGNMENT.*

THE WATERS CONTINUE TO *RISE.*

FORTY LEAGUES *YESTERDAY--*

--ANOTHER FORTY *TODAY...*

THE WORDS OF THE *PROPHETS* ECHO WITH THE RING OF TRUTH.

HE IS ATTUMA...

...THE DREAD WARLORD OF FABLED ATLANTIS...

NOW IS THE TIME TO *STRIKE.*

HEAR ME, WARRIORS!

OUR PROUD KINGDOM SHALL REIGN AGAIN--

--FOR THE END OF THE SURFACE WORLD IS NIGH!

...AND HE HAS COME TO CONQUER.

THE SHELTER...

SISTER NICK WANTS A WORD WITH YOU, CEREBRA.

SHE FEELS YOUR SEARCH IS A LOST CAUSE...

I DON'T GIVE A SHOCK WHAT SHE 'FEELS', MORPHINE--

--I'M NOT GOING TO ABANDON WILLOW!

THE GIRL'S A METAMORPH, X-MAN.

IF SHE CAN ALTER HER FORM AT WILL--

--MAYBE SHE CAN ALTER HER PSI-PATTERNS, TOO?

MORPH' HER OWN PSI-SIGNATURE...?

GET REAL, SOMERS.

SEASONED TELEPATHS CAN'T EVEN DO THAT.

JEALOUS...?

JERK.

I HEARD THAT.

FLASH!

YO, MORPHO--

--YOU SEEN THE 'BIG C'?

NUNS' BARRACKS, KID--

--AND WON'T YOU BE SURPRISED WHY...

THE NUNS' 'PRIVATE' QUARTERS...

...AFFECTIONATELY TITLED "THE 'RACKS'".

YOU WANTED TO SEE ME--?

LOOK, SISTER NICHOLAS--

--I SHARE YOUR CONCERN ABOUT THE CHILDREN'S WELFARE--

WILLOW ■ NOT YOUR 'MESSIAH'.

DO NOT TRY TO MAKE HER ONE.

YOU HAVE NO CONCEPTION OF THE MATTER!

THEY ARE NOT PREPARED FOR WHAT LIES AHEAD...

BUT IF THE ALLEGED 'MUTANT MESSIAH' INDEED EXISTS--

--THESE KIDS MAY NEVER BE PREPARED...

"PREPARED" FOR WHAT?

--AND DOOM'S PROBABILITY EXTRAPOLATIONS ARE ACCURATE...*

SOME KIND OF EXPERIMENT?!?

NO WAY-- NOT ME! I'M GETTING OUT OF HERE!

* THE NUMBERS WERE CRUNCHED IN X-MEN 2099 #30. --MATHEMATICS MARK

MESS WITH THAT *IRONCLAD DEVIL*, GIRL--

--AND YOU'RE GOING TO GET THE *HORNS*...

BUT WHAT IF HE'S *RIGHT*, NICHOLAS?

WHAT IF HUMANITY'S *SAVIOR* TRULY WALKS AMONG THEM...?

THE *HYPERDRIVE MANIFOLD* IS CONNECTED TO THE *INERTIAL DAMPENER*...

HURRY *UP*, NOS!

IF SISTER NICK BUSTS US A SECOND TIME IN *ONE WEEK*--!

OH, MAN--!

--I DON'T EVEN WANT TO *THINK* ABOUT WHAT SHE'LL DO!

ALL ABOARD!

SHOTGUN!

TWILIGHT!

CHANGED YOUR MIND, HUH?

NOW, SHUT UP--

--AND GET ME THE SHOCK AWAY FROM HERE!

LET'S JUST SAY--

--I HAD A CHANGE OF HEART ABOUT STAYING AT THE SHELTER.

SHA-ZOOM!

ELSEWHERE IN HALO CITY...

...A REUNION OF A SORT IS TAKING PLACE...

IN SOME WAYS, XI'AN, THEY REMIND ME OF THE X-MEN.

THE WAY WE WERE AT THE *BEGINNING*--

--RAW AND INEXPERIENCED, BUT FULL OF LIFE AND YOUTHFUL *OPTIMISM.*

NOT LIKE *NOW*...

WHAT IS IT YOU *WANT*, CEREBRA?

I WANT YOU TO--

--I *NEED* YOU TO--

--*HELP* ME WITH THEM.

THE WAY YOU DID WITH THE X-MEN...

HELP ME GIVE THEM A SENSE OF *PURPOSE*--

--OF *DIRECTION*...

I AM NOT AN X-MAN, ANYMORE.

NOW, *LEAVE*...

OH... SO *THAT'S* HOW IT'S GOING TO BE?

YOU WANT TO [redacted] SOMETHING FUNNY, XI'AN--?

--I USED TO *ADMIRE* YOU...

LIKE IT OR NOT, WE'VE ALL GOT A RESPONSIBILITY TO EACH OTHER, NOT JUST BECAUSE WE'RE *MUTANTS*--

--BUT BECAUSE WE'RE *HUMAN BEINGS.*

I MEAN-- AT LEAST *SOME* OF US ARE.

WELL, THAT CERTAINLY WAS *COUNTER-PRODUCTIVE...*

I KNOW THAT WASN'T THE *BEST* IDEA, BUT I HAD TO TRY.

X-NATION IS ALONE IN THIS WILDERNESS--

--AND I DON'T THINK I CAN CARRY THEM THROUGH IT MYSELF.

THERE MUST BE SOMEONE ELSE WHO CAN HELP--

SHAKTI HADDAD...

SOMEONE'S CONTACTING ME *TELEPATHICALLY.* BUT WHO--?!?

I'M PICKING UP A ***PSI-SIGNATURE*** OF THE HIGHEST ORDER--

--A LEVEL I'VE *NEVER* EXPERIENCED BEFORE!

THERE'S AN *EXTREMELY* ***POWERFUL*** MUTANT SOMEWHERE AROUND HERE...

MORE ***POWERFUL*** THAN YOU CAN POSSIBLY COMPREHEND, GIRL...

PSIONIC RAPPORT... HURTS... CAN'T BREAK FREE OF THE LINK...

WHO *ARE* YOU?

I AM *EXODUS*...

I AM THE *FUTURE* OF *ALL* MUTANT-KIND...

I AM THE *RESURRECTION* AND THE *LIFE*...

...AND I HAVE COME TO *RECLAIM* WHAT IS RIGHTFULLY *MINE!*

DEEP IN THE HEART OF THE MILLION PALMS FAMILY FUN CENTER...

I TAKE NO PLEASURE IN THIS, BOY.

BUT THE SOONER THE MUTANT MESSIAH IS DELIVERED TO HEROD--

--THE SOONER I--

PERIMETER DEFENSES HAVE BEEN BREACHED, LORD FALCONER--

--WE HAVE INCOMING!

THEN WHAT ARE YOU WAITING FOR, FOOL--?

"--DESTROY IT!"

ZZHEEOOWN ZZHEOW

UH, GUYS...?

WHAT IS IT THIS TIME, UPROAR? DID YOU SEE BINKY BUNNY?

UM... NOT EXACTLY...

...BOGIES AT NINE O'CLOCK!

EVERY MAN FOR HIMSELF!!

HIS MUTANT POWERS KICKING INTO OVERDRIVE ALMOST INSTINCTIVELY...

SHAZOW!

...UPROAR GROWS TO A HEIGHT THAT IS NOT JUST TWICE HIS OWN SIZE...

...BUT IS-- MUCH TO HIS TEAMMATES' CHAGRIN-- TWICE THE SIZE OF THE COCKPIT, AS WELL!

FOR EVEN THOUGH THE PROPORTIONS OF UPROAR'S BODY ARE MUTABLE...

ZZHEEOOWW

HOOOO--!!

KAMOOEHZ

I'M GONNA DIE...

...I'M GONNA DIE...

...I'M GONNA DIE...

--LEEEE--!!!

--SHOOOOCK!!!

...THE LAWS OF PHYSICS ARE NOT!

KERRAASH!

IS EVERYBODY COOL?

WELL, WE HAVEN'T BEEN TOTALLY 'ICED' YET--

--BUT SOME-BODY DEFINITELY DIDN'T WANT US TOUCHING DOWN SAFELY.

BUT AVIAN SHOULDN'T HAVE EVEN BEEN ABLE TO TRACK US...

AND IT DOESN'T TAKE AN ASTROPHYSICIST TO FIGURE OUT JUST WHO THAT MIGHT BE...

AND WHY'S THAT?

WHILE INTERFACING WITH THE SHIP'S INTERNAL HARD-DRIVE--

--I ACTIVATED THE APPLICATION PROGRAM FOR A PROTOTYPE CLOAKING DEVICE.

IT WAS FULLY OPERATIONAL--

--UNTIL A CERTAIN SOMEONE-- UPROAR-- TURNED OFF THE SYSTEM WITHOUT TELLING ME...

WHOA! WHAT THE--

RRRUNNNNNABLE

--HEY!!!

OOPS.

SORRY.

WELL, NOW I KNOW WHAT THAT JOLLY, CANDY-LIKE BUTTON DID...

THE SISTERS ARE GONNA HAVE OUR HIDES FOR THIS.

WELL, THEY'RE JUST GONNA HAVE TO WAIT THEIR TURN, PUNKS--

--'CUZ AVIAN'S GOT FIRST DIBS ON ALL OF YOU!

AVIAN'S ELITE CORPS OF 'MUTANT HUNTERS' ARE SELECTED FOR THEIR FEROCITY...

...THEIR CUNNING AND, ABOVE ALL ELSE...

...THEIR ACCURACY!

POWER INHIBITORS!

NOOOO!

WITHOUT MY POWERS, I'LL LOSE CONTROL OVER MY BODY!

FIRST, THE DEVICES HOME IN ON X-NATION'S MUTAGENIC SIGNATURES.

IT JUST WON'T BUDGE...

JUST GET THIS THING OFFA ME!

THEN, THEY ATTACH THEMSELVES TO THE YOUNG MUTANTS' HEADS...

...THEREBY MAKING ALL OF THEM EASY TARGETS FOR THE HUNTERS.

ALL OF THEM...

...EXCEPT ONE...

YES! BY INTERFACING WITH THE INHIBITOR--

--I'VE MANAGED TO *OVERRIDE* IT AND KEEP MY POWERS WORKING!

TAKE THESE THINGS OFF OF MY FRIENDS, AND LET US GO--

--NOW!

ZAK

ONLY PLACE YOU'RE GOING, KID--

--IS BACK TO SCHOOL!

LESSON ONE-- *NEVER* THROW DOWN WITH A *HUNTER!*

SHAZOW

NOSTROMO!

SHOCK.

NEXT: THE BEGINNING OF THE END...?

THE HOWLERS HAVE A COOL CAR!

COME ON SISTERS! GET THE BATTLE-STATION WAGON AIRBORNE. SISTER SAMSON'S READY TO KICK SOME TAIL!

I'M JUST GLAD WE'RE GOING SOMEPLACE BEFORE WE ROT! HOW 'BOUT YOU, SISTER EINSTEIN?

WHEN YOU GET OLDER, SISTER DEBBI, I PRAY YOU'LL DISCOVER THAT SURROUNDINGS MATTER LITTLE TO AN ACTIVE MIND!

PIPE DOWN, LADIES! THIS IS WAR, NOT SOME BLAMED TUESDAY NIGHT 'DISCUSSION CLUB!'

WHO'S READY TO SHOW FLORIDA WHAT IT MEANS TO CROSS A HOWLER?

SISTER NICK?

BETTER STOW THE WRATHFUL TALK, NICK. THE CHILDREN ARE LISTENING.

HEY, SISTER NICK! BRING ME BACK A SOUVENIR... LIKE KORNY KAT'S HEAD!

Ahhh... YOU'RE A GOOD BOY, UPROAR ...SORT OF. BUT YOU HAVE TO LEARN THAT VENGEANCE HAS NO PLACE.

Sure, THOSE AMUSEMENT PARK GOONS PROVOKED US WITH THEIR VICIOUS SNEAK ATTACK--

"--AND WE JUST GREW MADDER WHEN WE BEAT THEM BACK AND LEARNED THEY TOOK WILLOW.

AND THAT IS JUST WHAT WE AIM TO DO!

HOLD IT!

SNEKK

BROOAARR

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